Division of Corporations

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Florida Department of State

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To:

Division of Corporations

Fax Number

: (850) 922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335

Phone : (305)599-0839

Fax Number : (305)716-0346

RECEIVED OOSEP 19 PM 4: 20 INVISION OF OPPPORATIONS

BASIC AMENDMENT

REY'S PROFESSIONAL PHOTOS & VIDEOS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 19, 2000

REY'S PROFESSIONAL PHOTOS & VIDEOS, INC 8516 SW 8TH ST MIAMI, FL 33174-1631US

SUBJECT: REY'S PROFESSIONAL PHOTOS & VIDEOS, INC REF: P97000085282

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

We are not showing a period after the word INC in the corporate name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H00000049342 Letter Number: 500A00049451 H00000049342 9

ARTICLE OF AMENDMENT ARTICLE OF INCORPORATION

OO SEP 19 PH 4: 54
TALLAHASSEE FLORID

REY'S PROFESSIONAL PHOTOS & VIDEO S, INC.

(Present name)

Pursuant to provision of section 607.1006, Florida statutes, this corporation adopts the following articles of amendment to its articles of Incorporation:

FIRST: Amendment(s) adopted (indicate article number(s) being amended, added or deleted)

ARTICLE V: OFFICER/DIRECTORS/PRESIDENT/SECRETARY.

PRESIDENT/SECRETARY ESTHER HERRERA 8516 SW 8TH STREET MIAMI, FL 33144 VICE-PRESIDENT/TREASURY
REINEDIO MENDOZA
8516 SW 8TH STREET
MIAMI, FL 33144

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 18, 2000

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FOURTH: Adoption of Amendment(s) (check one)

X The amendment(s) was/were approved by the shareholder. The numbers of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholder through voting groups.

The following statement must be separately provided for each voting groups entitled to vote separately on the amendment(s):

_ The number of votes cast for the amendment(s) was/were sufficient for approval by:

Voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this ____18__ days of <u>SEPTEMBER</u>, 2000

Signature

By the Chairman or Vice Chairman of this board of Directors, President or other Officer if adopted by the Shareholders)

QR

(By a Director if adopted by the Directors)

OR

(By an incorporator if adopted by the incorporators)

ESTHER HERRERA (TYPED OR PRINTED NAME)

PRESIDENT/SECRETARY